IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF PENNSYLVANIA

IN RE: : CHAPTER 11

PHILADELPHIA NEWSPAPERS, LLC ET AL. : BANKRUPTCY NO. 09-11204SR

: JOINTLY ADMINISTERED

DEBTOR(S)

ORDER

AND Now, upon consideration of Debtors' Motion for an Order: (A) Approving Procedures for the Sale of Certain of the Debtors' Assets; (B) Scheduling an Auction; (C) Approving Assumption and Assignment Procedures; (D) Approving Form of Notice; and (E) Granting Related Relief, (hereinafter referred to as the "Bid Procedures Motion" or "the Motion"), the objections thereto, the parties' briefs, after hearing held October 1, 2009, and for the reasons set forth in the preceding Opinion, it is hereby:

ORDERED that the Motion is denied as presented, but may be resubmitted if modified in accordance with the within Opinion.

By the Court:

Stephen Raslavich

Chief U.S. Bankruptcy Judge

Dated: October 8, 2009

Lawrence G. McMichael, Esquire Dilworth Paxson LLP 1500 Market Street Suite 3500E Philadelphia, PA 19102

ANNE MARIE AARONSON Dilworth Paxson LLP 1500 Market Street Suite 3500E Philadelphia, PA 19102

DAVID B. AARONSON Drinker Biddle & Reath LLP One Logan Square 18th & Cherry Sts Philadelphia, PA 19107

DAVID F. ABERNETHY Drinker Biddle & Reath LLP One Logan Square Philadelphia, PA 19103-6996

STEPHEN M. BALDINI Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036

GERALD C. BENDER
O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036

DAWN M. COSTA Jennings Sigmond PC 510 Walnut Street Suite 1600 Philadelphia, PA 19106 ANDREW JAY FLAME
Drinker Biddle Reath LLP
1100 N. Market Street
Suite 1000
Wilmington, DE 19801

ALEXIS FREEMAN Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036

RONALD S. GELLERT Eckert Seamans Cherin & Mellott, LLC Two Liberty Place 50 South 16th Street 22nd Floor Philadelphia, PA 19102

EDMOND M. GEORGE
Obermayer Rebmann Maxwell & Hippel, LLP
1617 John F. Kennedy Blvd.
One Penn Center
Suite 1900
Philadelphia, PA 19103

FRED S. HODARA Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036

GEOFFREY R. JOHNSON Sprague & Sprague Wellongton Building 135 S. 19th Street Suite 400 Philadelphia, PA 19103

JEREMY R. JOHNSON DLA Piper LLP 1251 Avenue of the Americas New York, NY 10020 ANDREW C. KASSNER
Drinker Biddle & Reath LLP
One Logan Square
18th & Cherry Sts
Philadelphia, PA 19107

MAXWELL S. KENNERLY The Beasley Firm, LLC 1125 Walnut Street Philadelphia, PA 19107

JEFFREY KURTZMAN Klehr, Harrison, Harvey, Branzberg 260 South Broad Street Philadelphia, PA 19102

JAMES L. LINSEY
Cohen, Weiss and Simon LLP
330 West 42nd Street
25th Floor
New York, NY 10036

BEN H. LOGAN O'Melveny & Myers LLP 400 South Hope Street Los Angeles, CA 90071

MELANIE MCLAUGHLIN O'Melveny & Myers LLP Times Square Tower 7 Times Square New York, NY 10036

SUSAN A. MURRAY Freedman & Lorry PC 1601 Market Street 2nd floor Philadelphia, Pa 19103 VICENTE MATIAS MURRELL Office of the Chief Counsel 1200 K Street, N.W. Suite 340 Washington, DC 20005

ORLY NHAISSI
O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036

PAUL V. POSSINGER Proskauer Rose, LLP Three First National Plaza 70 W. Madison Suite 3800 Chicago, IL 60602

ABID QURESHI Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036

PAUL R. ROSEN Spector Gadon & Rosen, P.C. 1635 Market Street 7th Floor Philadelphia, PA 19103

GARY M. SCHILDHORN Eckert Seamans Cherin & Mellott, LLC Two Liberty Place 50 South 16th Street 22nd Floor Philadelphia, PA 19102 MARK J. SCHWEMLER Elliott Greenleaf & Siedzikowski PC 925 Harvest Drive Suite300 Blue Bell, PA 19422

LAWRENCE R. WOEHRLE Sprague & Sprague The Wellington Bldg. 135 S. 19th Street Suite 400 Philadelphia, PA 19103

PETER J. YOUNG Proskauer Rose LLP Three First National Plaza 70 W. Madison Suite 3800 Chicago, IL 60602

George Conway, Esquire Office of the United States Trustee 833 Chestnut Street Suite 500 Philadelphia PA 19106

Honorable Richard E. Fehiling